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### **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

OMB NUMBER:

OMB APPROVAL

3235-0076

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PREFIX SERIAL

DATE RECEIVED



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering Private Offering (F) check if this is an amendment and name has changed, and indicate change.)

| Filing Under (Check box(es)) tha     | t apply): Rule 504 Rule  | 505 ⊠Rule       | 506 []Section 4(6) []U                  | LOE  |  |
|--------------------------------------|--|-----------------|---|--|--|
| Type of Filing:   New Filing         | Amendment  |                 |   |  |  |
|                                      | A. BASIC IDEN  | TIFICATIO       | N DATA                                  |  |  |
| 1. Enter the information request     | ed about the issuer  |                 |   | 1 17 1 19 6 0 0 177 17 7 18 8 0 16 1 17 14 1 <b>0 6</b> 17 18 18 18 1 <b>1 6</b> 17 18 18 18 18 18 18 18 18 18 18 18 18 18 |  |
|                                      | is is an amendment, and name h   | nas changed, a  | nd indicate change.)                    |  |  |
| St. Bernard Expansion LL             | <del></del>  | .,              |   | H JANTIN NUNIN JESTII NOIDU PETITI NOINY VISIO INIDU ETAT INDU   |  |
| Address of Executive Offices (N      |  |                 | Telephone Number (Includ                | 07080291   |  |
| 1520 Twining Road, St Ber            | nard Condominium, Unit   | 3-C, Taos       | (505) 776-5353                          | 1  |  |
| Ski Valley, NM 87525                 |  |                 |   |  |  |
| Address of Principal Business Operat | ions (Number and Street, City, Sta   | te, Zip Code)   | Telephone Number (Including Area Code)  |  |  |
| If different from Executive Offices  |  |                 |   |  |  |
| Brief Description of Business        | •  |                 | •                                       | sts in real estate, and purchase,  |  |
|                                      | acquire, improve, sell, convey, mortgage, encumber, lease, grant and otherwise deal with property            |                 |   |  |  |
|                                      | of every kind and description  | n within the St | ate of New Mexico, both                 | real and personal.   |  |
| Type of Business Organization        | <del></del>  |                 | ······································  |  |  |
| []corporation                        | limited partnership, already   | y formed        | 🖾 other (please specify                 | ): limited liability company   |  |
| ☐business trust                      | limited partnership, to be f   | ormed           |   | <b>ラウクアウクアウクアア</b>   |  |
|                                      |  |                 |   | PROCESSED  |  |
|                                      | •  | Ionth Year      |   | imated OCT 1 8 2007  |  |
| Actual or Estimated Date of Incom    |  | 09 07           | - · · · · · · · · · · · · · · · · · · · |  |  |
| Jurisdiction of Incorporation or O   | Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: |                 |   |  |  |
|                                      | CN for Canada; F   | N for other for | reign jurisdiction)                     | NM FINANCIAL   |  |

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U. S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U. S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

| A. BASI  | C IDENTIFICATION DAT   | 'A                                      | · · · · · · · · · · · · · · · · · · · |
|--|--|---|---------------------------------------|
| <ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been or</li> <li>Each beneficial owner having the power to vote or of the issuer;</li> <li>Each executive officer and director of corporate issuer</li> <li>Each general and managing partner of partnership is</li> </ul> | dispose, or direct the vote or disposes and of corporate general and r | osition of, 10% or i                    |                                       |
| Check Box(es) that Apply:   Promoter   Beneficial  de Bontin, Jérôme   | Owner []Executive Offi   | icer [Director                          | ⊠ General and/or<br>Managing Partner  |
| Full Name (Last name first, if individual)   | <del></del>  |   |                                       |
| 1520 Twining Road, St Bernard Condominium  | , Unit 3-C, Taos Ski Vall  | ley, NM 87525                           | ;                                     |
| Business or Residence Address (Number and Street, City,  | State Zip Code)  |   |                                       |
| Check Box(es) that Apply:   Promoter   | Owner []Executive Offi   | icer []Director                         | General and/or Managing Partner       |
| Full Name (Last name first, if individual) 25 Bis Boulevard d'Auteuil, Boulogne, France  | 92100  |   |                                       |
| Business or Residence Address (Number and Street, City, S  | State Zip Code)  |   | ·                                     |
| Check Box(es) that Apply: Promoter   Beneficia  Picnique Corporation   | Owner [Executive Offi  | icer [Director                          | ☐ General and/or<br>Managing Partner  |
| Full Name (Last name first, if individual) c/o Figestor, 5 Avenue de Chatelaine, 1211 Ger  | neva 13, Switzerland   |   | VII                                   |
| Business or Residence Address (Number and Street, City, S  | State Zip Code)  |   | \                                     |
| Check Box(es) that Apply: Promoter   Beneficial  Puck Group LLC  | Owner []Executive Offi   | icer [Director                          | [] General and/or<br>Managing Partner |
| Full Name (Last name first, if individual)   |  | *************************************** |                                       |
| c/o Anthony and Bodge, 75 Railroad, South Ha   | milton, MA 01982   |   |                                       |
| Business or Residence Address (Number and Street, City, S  | tate Zip Code)   | <del>. ,</del>                          |                                       |

## B. INFORMATION ABOUT OFFERING

| <del></del>    | -            |   |   |   |              |  |                            |                         |                            |                         |  |                                       | Yes                  | No  |
|----------------|--------------|---|---|---|--------------|--|----------------------------|-------------------------|----------------------------|-------------------------|--|---------------------------------------|----------------------|---|
|                | 1.           | Has the                                 |   |   |              |  | sell, to no<br>if filing u |                         |                            | rs in this o            | offering?                              |                                       | 0                    | 図   |
|                | 2.           | What is                                 | the minir   | num inves   | stment that  | will be a                              | ccepted fro                | om any inc              | dividual?                  |                         |  |                                       | \$100,0              | 00  |
|                |              |   |   |   |              |  |                            |                         |                            |                         |  |                                       | Yes                  | No  |
|                | 3.           | Does th                                 | e offering  | permit jo   | int owners   | ship of a s                            | ingle unit?                | •                       |                            |                         |  |                                       | [X]                  | 0   |
|                | 4.           | similar<br>an asso<br>broker<br>informa | remunera<br>ciated per<br>or dealer.<br>ation for the | tion for so<br>rson or ag<br>If more that<br>hat broker | licitation e | of purchase<br>roker or of<br>persons  | sers in con<br>dealer reg  | nection w<br>istered wi | ith sales of<br>th the SEC | f securitie<br>C and/or | s in the of<br>with a stat             | fering. If a te or states,            | person t<br>list the | ommission or<br>to be listed is<br>name of the<br>set forth the |
| Full Na<br>N/A | me (Last i   | name first                              | , if individ  | lual)   |              |  |                            |                         |                            |                         |  |                                       |                      |   |
| Busines        | s or Resid   | ience Add                               | ress (Num   | ber and S   | treet, City  | State, Zi                              | p Code)                    |                         |                            |                         |  |                                       |                      |   |
| Name o         | f Associa    | ted Broke                               | or Deale  | r   |              | •                                      | ·                          | <del></del>             |                            |                         |  | ·                                     |                      | · ·   |
| States i       | n Which F    | Person Lis                              | ted Has So  | olicited or   | Intends to   | Solicit P                              | urchasers                  |                         |                            |                         |  |                                       |                      | •   |
|                | (Check       | "All State                              | s" or chec  | k individu  | ial States)  |  |                            |                         |                            |                         |  | All Stat                              | es                   |   |
| [AL]           | [AK]         | [AZ]                                    | [AR]  | [CA]  | [CO]         | [CT]                                   | [DE]                       | [DC]                    | [FL]                       | [GA]                    | [H1]                                   | [ID]                                  |                      |   |
| [IL]           | [IN]         | [IA]                                    | [KS]  | [KY]  | [LA]         | [ME]                                   | [MD]                       | [MA]                    | [MI]                       | [MN]                    | [MS]                                   | [MO]                                  |                      |   |
| [MT]<br>[RI]   | [NE]<br>[SC] | [NV]<br>[SD]                            | [NH]<br>[TN]  | [NJ]<br>[TX]  | [NM]<br>[UT] | [VY]<br>[VT]                           | [NC]<br>[VA]               | [ND]<br>[WA]            | [OH]<br>[WV]               | [OK]<br>[WI]            | [OR]<br>[WY]                           | [PA]<br>[PR]                          |                      |   |
|                |              |   |   |   | [01]         |  |                            |                         | ······                     |                         |  |                                       |                      |   |
| ruli Ma        | me (Last)    | name first                              | , ii inaivia  | uai)  |              |  |                            |                         |                            |                         |  |                                       |                      |   |
| Busines        | s or reside  | ence Addr                               | ess ( Num   | ber and S   | treet, City, | State, Zij                             | Code)                      |                         |                            | <del>.</del>            |  |                                       |                      | <del></del>   |
| Name o         | f Associa    | ted Broke                               | or Dealer   | <del></del>   |              | ······································ | <del></del>                | ··········              | <del></del>                |                         |  |                                       |                      |   |
| States in      | n Which P    | Person Lis                              | ted Has Sc  | olicited or   | Intends to   | Solicit Pu                             | ırchasers                  | <del></del>             |                            | <del></del>             | ····                                   | <del></del>                           |                      |   |
|                | (Check       | "All State                              | s" or chec  | k individu  | al States)   |  |                            |                         |                            |                         |  | All Stat                              | es                   |   |
| AL]            | [AK]         | [AZ]                                    | [AR]  | [CA]  | [CO]         | [CT]                                   | [DE]                       | [DC]                    | [FL]                       | [GA]                    | [HI]                                   | [ID]                                  |                      |   |
| [IL]           | [IN]         | [IA]                                    | [KS]  | [KY]  | [LA]         | [ME]                                   | [MD]                       | [MA]                    | [MI]                       | [MN]                    | [MS]                                   | [MO]                                  |                      |   |
| [MT]           | [NE]         | [NV]                                    | [NH]  | [NJ]  | [NM]         | [NY]                                   | [NC]                       | [ND]                    | [OH]                       | [OK]                    | [OR]                                   | [PA]                                  |                      |   |
| [RI]           | [SC]         | [SD]                                    | [TN]  | [TX]  | [UT]         | [VT]                                   | [VA]                       | [WA]                    | [WV]                       | [WI]                    | [WY]                                   | [PR]                                  |                      |   |
| Full Na        | me (Last r   | name first,                             | if individ  | ual)  |              |  |                            |                         |                            |                         |  |                                       |                      |   |
| Busines        | s or reside  | ence Addr                               | ess (Num  | ber and St  | reet, City,  | State, Zip                             | Code)                      |                         | <del></del>                | · <del></del>           | · ·                                    |                                       |                      | <del></del>   |
| Name o         | f Associat   | ted Broker                              | or Dealer   | <del></del>   |              | <u>.</u>                               |                            |                         |                            |                         |  |                                       | <del></del> -        |   |
| States in      | Which P      | erson List                              | ed Has Sc   | licited or  | Intends to   | Solicit Pu                             | ırchasers                  |                         |                            |                         | ······································ | · · · · · · · · · · · · · · · · · · · |                      |   |
|                | (Check       | "All State                              | s" or chec  | k individu  | al States)   |  |                            |                         |                            |                         |  | All Stat                              | es                   |   |
| AL]            | [AK]         | [AZ]                                    | [AR]  | [CA]  | [CO]         | [CT]                                   | [DE]                       | [DC]                    | [FL]                       | [GA]                    | [HI]                                   | [ID]                                  |                      |   |
| IL]            | [IN]         | [IA]                                    | [KS]  | [KY]  | [LA]         | [ME]                                   | [MD]                       | [MA]                    | [MI]                       | [MN]                    | [MS]                                   | [MO]                                  |                      |   |
| MT]            | [NE]         | [NV]                                    | [NH]  | [NJ]  | [NM]         | [NY]                                   | [NC]                       | [ND]                    | [OH]                       | [OK]                    | [OR]                                   | [PA]                                  |                      |   |
| RI             | [SC]         | [SD]                                    | IN  | TX  | IUTI         | IVTI                                   | [VA]                       | [WA]                    | [WV]                       | IWΠ                     | [WY]                                   | [PR]                                  |                      |   |

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES ND USE OF PROCEEDS

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "O" if answer is "none" or "zero". If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange   |  |  |  |  |  |  |  |
|----|---|--|--|--|--|--|--|--|
|    | and already exchanged.  | nange  |  |  |  |  |  |  |
|    | Type of Security Debt Equity  | Aggregate Offering Price \$ -0- \$ -0-         | Amount Already<br>Sold<br>\$ -0-<br>\$ -0-     |  |  |  |  |  |
|    | ☑ Common ☐Preferred   |  |  |  |  |  |  |  |
|    | Convertible Securities (including warrants) Partnership Interests Other (Specify: <u>limited liability company membership interests</u> ) Total   | \$ -0-<br>\$ -0-<br>\$2,600,000<br>\$2,600,000 | \$ -0-<br>\$ -0-<br>\$2,600,000<br>\$2,600,000 |  |  |  |  |  |
|    | Answer also in Appendix, Column 3, if filing under ULOE.  |  |  |  |  |  |  |  |
| 2. | Enter the amount of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero".        |  | <b>A</b>                                       |  |  |  |  |  |
|    |   | Number<br>Investors                            | Aggregate Dollar Amount of Purchases           |  |  |  |  |  |
|    | Accredited Investors  | 8  | \$2,600,000                                    |  |  |  |  |  |
|    | Non-Accredited Investors Total (for filings under Rule 504 only)  | <del></del>                                    | \$   |  |  |  |  |  |
|    | Answer also in Appendix, Column 4, if filing under ULOE   | <del>- ,</del>                                 | <del></del>                                    |  |  |  |  |  |
|    | , move and arrippending contains it is made and one   |  |  |  |  |  |  |  |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  |  |  |  |  |  |  |  |
|    |   | Type of  | Dollar Amount                                  |  |  |  |  |  |
|    | Type of offering  | Security                                       | Sold   |  |  |  |  |  |
|    | Rule 505  | N/A  | \$   |  |  |  |  |  |
|    | Regulation A  |  | \$   |  |  |  |  |  |
|    | Rule 504  |  | \$   |  |  |  |  |  |
|    | Total   | <del></del>                                    | \$   |  |  |  |  |  |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities of this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. |  |  |  |  |  |  |  |
|    | Transfer Agent's Fees   | 0  | \$ -0-   |  |  |  |  |  |
|    | Printing and Engraving Costs  | 0  | \$ -0-   |  |  |  |  |  |
|    | Legal Fees  | 区  | <b>\$7</b> ,000                                |  |  |  |  |  |
|    | Accounting Fees   | D  | \$ -0-   |  |  |  |  |  |
|    | Engineering Fees  | 0  | \$ -0-   |  |  |  |  |  |
|    | Sales Commissions (specific finders' fee separately)  | 0  | \$ -0-   |  |  |  |  |  |
|    | Other Expenses (identify) filing fees, mailing costs  | EN EN  | \$1,500<br>\$8,500                             |  |  |  |  |  |
|    | Total   | X  | \$8,500  |  |  |  |  |  |
|    |   |  |  |  |  |  |  |  |

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C -Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$2,591,500

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b above.

|   | Officers,        |                      |
|---|------------------|----------------------|
|   | Directors, &     | Payments To          |
|   | Affiliates       | Others               |
| Salaries and fees   | [] <b>\$</b> -0- | □\$ -0-              |
| Purchase of real estate   | []\$ -0-         | <b>≅3\$2,200,000</b> |
| Purchase, rental or leasing and installation of machinery and equipment   | <b>[]\$ -</b> 0- | <b>⊠\$200,000</b>    |
| Construction or leasing of plant buildings and facilities   | []\$ <b>-</b> 0- | □\$ -0-              |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of |                  |                      |
| another issuer pursuant to a merger)  | П\$ -0-          | <b>□\$</b> -0-       |
| Repayment of indebtedness   | □ <b>\$</b> -0-  | (1 <b>\$</b> -0-     |
| Working capital   | []\$ -0-         | IXI\$171,500         |
| Other (specify): asbestos removal and land survey   | □\$ -0-          | <b>⊠\$20,000</b>     |
| Column Totals   | <b>□\$ -0-</b>   | ⊠\$2,579,000         |
| Total Payments Listed (column totals added)   | _                | 579,000              |

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rue 505, the following signature constitutes an undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502

| Issuer (Print or Type) St. Bernard Expansion LLC | Signature   | Date 10.01-07 |
|--|---|---------------|
| Name of Signer (Print or Type)  Jérôme de Bontin | Title of Signer (Print or Type) Organizer, Manager and Member |               |
|  | of Issuer   |               |

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END